



CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

9-095A033

100 North Charles Street
Baltimore, MD 21201
(301) 237-4605

April 3, 1989

RECORDATION NO. 5834 FILED 1425

APR 5 1989 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. sec. 11303(a) and the regulations promulgated thereunder, are three executed counterparts and two copies of a secondary document, not previously recorded, entitled INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE, dated as of March 17, 1989.

The parties to the enclosed release are:

The First National Bank of Chicago (Trustee/Lessor)
1 North State Street - 9th Floor
Chicago, Illinois 60602

United States Trust Company of New York (Agent)
45 Wall Street
New York, New York 10005

CSX Transportation Inc. (Lessee)
Successor by merger to Seaboard
Coast Line Railroad Company (SCL)
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, releases all of the equipment under that certain Conditional Sale Agreement (CSA), between Pullman Standard Incorporated (Pullman-Standard Division) and the Trustee, and recorded with the Interstate Commerce Commission on September 21, 1970 (which was assigned to the Agent pursuant to an Agreement and Assignment dated as of September 1, 1970 and recorded with the Interstate Commerce Commission on October 2, 1970) and that certain Lease of Railroad Equipment dated as of September 1, 1970, between the Lessor and CSX Transportation, Inc., which was recorded with the Interstate Commerce Commission on September 21, 1970. The above documents were assigned Recordation Nos. 5834, 5834-B, and 5834-A, respectively.

The units of equipment covered by the enclosed document are all units identified in said Agreements. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

Enclosed is a check in the amount of \$13.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned stamped copies of the Instrument of Release not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,


Robert F. Hochwarth
Senior Counsel

cc: Mr. D.J. Voisard
Mr. M.J. Martino

Enclosures



CSX Equipment

100 North Charles Street
Baltimore, Maryland 21201

April 3, 1989

Secretary
Interstate Commerce Commission
Attention: Mrs. Mildred Lee
Recordation Unit
12th & Constitution Streets
Washington, D.C. 20423

RECORDATION NO

3834-73

FILED 1425

APR 5 1989 -2 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

Attached are 3 executed counterparts and two copies of a document entitled "Release and Satisfaction and Bill of Sale," with a cover letter to the ICC for the following former Seaboard Coast Line Railroad transaction:

- Conditional Sale and Lease dated September 1, 1970 covering all of the railroad equipment included in said Agreements

Please review these documents for content and record same with the ICC. A check for \$13.00 is attached to cover the recording cost of each filing.

Once this instrument is recorded, please forward four copies of the executed document to the following:

Mr. Michael J. Martino
Treasury Department - B06E
CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

If there are any questions or problems with these documents, please call me at (301-237-3616). Thank you for your assistance in completing this recording in an expeditious manner.

Very truly yours,

Michael J. Martino
Michael J. Martino
Director-Equipment Administration

cc: Mr. R. F. Hochwarth

Attachments

12/X

Interstate Commerce Commission

Washington, D.C. 20423

4.6.39

OFFICE OF THE SECRETARY

Michael J. Martino
Treasury Dept. B06E
CSX Transportation Inc.
100 North Charles Street
Baltimore, MD. 21201

Sir:

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.5.89 at 2:10pm, and assigned recordation number(s). 3888-A
5948-J
5834-D

Sincerely yours,

Narta L. McGee

Secretary

Enclosure(s)

REGISTRATION NO. 5834-A FILED 425
APR 5 1989 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE dated as of March 17, 1989 among The First National Bank of Chicago, successor-trustee to First National City Bank, as Trustee and Lessor, Pullman Incorporated (Pullman-Standard Division) (the "Builder"), United States Trust Company of New York as Agent, and CSX Transportation, Inc., successor by merger to the Seaboard Coast Line Railroad Company (SCL), as Lessee.

WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of September 1, 1970 (CSA) between the Builder, the Trustee and SCL, the Builder agreed to sell to the Trustee its interest in the railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by an Agreement and Assignment, dated as of September 1, 1970, (hereinafter called the Assignment) between the Builder and the Agent, the Builder assigned its interests in the Conditional Sale Agreement to the Agent;

WHEREAS, by a Lease of Railroad Equipment dated as of September 1, 1970 ("Lease") between the Lessor and the Lessee, the Lessor leased the Equipment to the Lessee subject to the rights of the Agent under the CSA.

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission and assigned Recordation No. 5834;

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission and assigned Recordation No. 5834-B;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission and assigned Recordation No. 5834-A;

WHEREAS, the Lessee has acquired the Equipment presently covered by the CSA, the Assignment and the Lease; and

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Lease.

NOW, THEREFORE, in consideration of the premises, it is agreed:

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under the CSA, the Assignment and the Lease.

The Agent does hereby release its security interests in the

Equipment and transfers to the Lessor its security title and property in and to the Equipment, free of all claims, rights, liens, security interest and other encumbrances created by, or retained under, the CSA and the Assignment

The Lessor does hereby release its security interests in the Equipment and transfers to the Lessee its security title and property in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by, or retained under, the Lease.

The Lessor does hereby sell and transfer to the Lessee all of its rights, title and interest in and to the equipment listed and described in the CSA and the Lease, to have and to hold the same unto Lessee, its successors and assigns forever,

WARRANTIES :

- (1) The Lessor represents and warrants that the Equipment is free and clear of liens and encumbrances arising by, through or under Lessor.
- (2) The Lessor represents and warrants that it has not executed any Bill of Sale or other instrument which by its express terms purported to transfer title to the Equipment to any other person.

THE LESSOR IS SELLING THE EQUIPMENT "AS IS" AND "WHERE IS" AND LESSOR MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. LESSOR MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN PARAGRAPHS (1) AND (2) ABOVE. THE LESSOR SHALL IN NO EVENT BE RESPONSIBLE FOR DAMAGES ARISING IN STRICT LIABILITY OR FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES, HOWEVER ARISING.

The Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

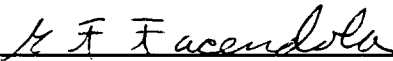
UNITED STATES TRUST COMPANY OF NEW YORK
as Agent

By



LOUIS P. YOUNG
ASSISTANT VICE PRESIDENT

(Corporate Seal)
ATTEST:


ASSISTANT SECRETARY

FIRST NATIONAL BANK OF
CHICAGO as Trustee and
Lessor

By



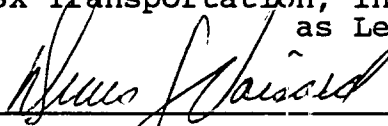
ASSISTANT VICE PRESIDENT

(Corporate Seal)
ATTEST:


Corporate Trust Officer

CSX Transportation, Inc.
as Lessee

By



AVP & Treasurer-- Equipment

(Corporate Seal)
ATTEST:


Assistant Secretary

STATE OF NEW YORK)
CITY OF New York } SS:

On this 30 day of March, 1989, before me personally appeared Louis P Young, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation by authority of its Board of Directors and the acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine C Collins
Notary Public

My commission expires _____

(NOTORIAL SEAL)

CHRISTINE C. COLLINS
NOTARY PUBLIC, State of New York
No. 03-4624735
Qualified in Bronx County
Commission Expires March 30, 1990

STATE OF ILLINOIS)
CITY OF _____ } SS:

On this 23RD day of MARCH, 1989, before me personally appeared R.D. MANVELLA, VICE PRESIDENT, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of First National Bank of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation by authority of its Board of Directors and the acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Harold T. Scaife
Notary Public

My commission expires _____

(NOTORIAL SEAL)

" OFFICIAL SEAL "
NOREEN T. SCAIFF
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/3/90

STATE OF MARYLAND)
)
CITY OF BALTIMORE) SS:

On this 3rd day of April, 1989, before me personally appeared Robert J. [unclear], to me personally known, who being by me duly sworn, says that he is an Authorized Officer of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation by authority of its Board of Directors and the acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

H. Barbara McCabe
Notary Public

My commission expires July 1, 1990

(NOTORIAL SEAL)

SCHEDULE A TO INSTRUMENT OF SATISFACTION, RELEASE AND
BILL OF SALE

DESCRIPTION OF EQUIPMENT

50'6" 70-TON BOXCARS

SERIES SCL 22450-23149